

**LAW OFFICES OF RICHARD A. FOGEL, PLLC**  
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May 4, 2001



Secretary  
Surface Transportation Board  
1925 K Street N.W., Room 704  
Washington, D.C. 20036  
Attention: Recordation

RECORDATION NO. 17848-AAA FILED

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 9-13)

MAY 08 '01 3-83 PM

SURFACE TRANSPORTATION BOARD

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Thirteenth Supplement to Equipment Trust Agreement, a primary document, dated as of May 2, 2001, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated May 2, 2001, between the Company ("Assignor") and the Bank, as Successor Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated May 2, 2001, between the Company ("Seller") and the Bank, as Successor Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated May 2, 2001, between the Bank, as Successor Trustee ("Seller") and the Company ("Buyer").

The enclosed Thirteenth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of June 30, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 17848 on July 1, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 17848-B and 17848-A, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to various railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, (21W), New York, NY 10286.

The railroad equipment covered by the Thirteenth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$108.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Thirteenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Thirteenth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Thirteenth Supplement to Equipment Trust Agreement, a primary document, dated as of May 2, 2001, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering various railcars, and (ii) Assignment, a primary document, dated May 2, 2001, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering various railcars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated May 2, 2001, between the Company (as Seller), and the Bank, as Successor Trustee (as Buyer), and covering various railroad cars, and connected to the Thirteenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated May 2, 2001, between the Bank, as Successor Trustee (as Seller) and the Company (as Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of June 30, 1992 referred to above.

Very truly yours,



Richard A. Fogel

RAF:slg  
Enclosures

cc: Neil Shoop

EXHIBIT A

1. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company, covering the following described railroad cars (Partial Rider 13):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	5,161 cu. ft. Lo Covered Hopper Cars	ADMX 49072-49075

**BILL OF SALE**

(Series 9-13)

**THE BANK OF NEW YORK,  
AS TRUSTEE  
TO**

**TRINITY INDUSTRIES LEASING COMPANY**

The Bank of New York, as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of June 30, 1992 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated May 2, 2001, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the railcars (the "Trust Equipment") covered by the Railroad Car Lease Agreement described on Exhibit A and Exhibit B hereto, together with all right, title and interest of the Trustee in and to the existing lease or sublease in respect of the Trust Equipment as described on Exhibit A hereto (the "Existing Lease").

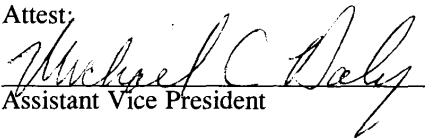
The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Lease and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, The Bank of New York as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, effective this 3 day of May, 2001.

**THE BANK OF NEW YORK**

By:   
Vice President

Attest:

  
Assistant Vice President

RECORDATION NO. 17848-AAA FILED

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**SURFACE TRANSPORTATION BOARD**

STATE OF NEW YORK

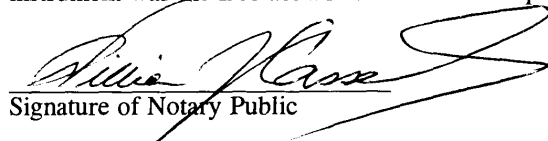
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COUNTY OF NEW YORK

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On this 3 day of May, 2001, before me personally appeared REMO J. REALE  
\_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the Vice President of  
The Bank of New York; that the seal affixed to the foregoing instrument is the corporate seal of  
said corporation, that said instrument was signed and sealed on behalf of said corporation by  
authority of its Board of Directors, and he acknowledged that the execution of the foregoing  
instrument was the free act and deed of said corporation.

  
Signature of Notary Public

My Commission Expires:

\_\_\_\_\_  
WILLIAM J. CASSELS  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Commission Expires May 18, 2002

EXHIBIT A

1. Railroad Car Lease Agreement, dated January 1, 1980, between Trinity Industries Leasing Company and AMOCO Chemicals Corporation, covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	33,690 Gal. 112J340W Tank Cars	TILX 301491, 301492

Series 9

EXHIBIT B  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1. 2 Tank Cars	112J340W	33,690 Gal.	TILX 301491, 301492	10/98